

RITE AID CORP  
Form 4  
October 01, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAUMER JOHN M**

(Last) (First) (Middle)

**11111 SANTA MONICA  
BOULEVARD, SUITE 2000**

(Street)

**LOS ANGELES, CA 90025**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**RITE AID CORP [RAD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/27/2013**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)

See Footnote 4 below

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 09/27/2013                              | <u>(1)</u>  | S                                    | 34,000,000<br><u>(2)</u>  | \$<br>4.49<br><u>(3)</u>   | 6,000,000   | I                                       |
| Common<br>Stock                       |   |   |                                      |   | 153,846  | D   | <u>(6)</u>                              |

See  
Footnotes  
(4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BAUMER JOHN M  
11111 SANTA MONICA BOULEVARD, SUITE 2000  
LOS ANGELES, CA 90025

X

See Footnote 4 below

## Signatures

/s/ Cody Franklin, attorney-in-fact for John M.  
Baumer

10/01/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Not applicable.

(2) Represents shares sold by Green Equity Investors III LP ("GEI III") and Green Equity Investors Side III LP ("GEI Side III").

(3) GEI III and GEI Side III disposed of 34,000,000 shares of common stock for \$4.49 per share in a block trade.

(4) GEI Capital III LLC ("GEIC") is the general partner of GEI III and GEI Side III. Grand Avenue Associates LP ("Grand Avenue") is a limited partner of GEI III. Grand Avenue Capital Corp ("GACC") is the general partner of Grand Avenue. Leonard Green Partners LP ("LGP") is the management company of GEI III and GEI Side III and an affiliate of GEIC, Grand Avenue and GACC. LGP Management Inc ("LGPM") is the general partner of LGP. GEI III, GEI Side III, GEIC, Grand Avenue, GACC, LGP, and LGPM are collectively the "13D Filers." Mr. Baumer is a director of the Issuer and a partner of LGP. As disclosed by the Issuer on a Form 8-K filed on September 27, 2013, and by an Amendment No. 7 to Schedule 13D, filed on October 1, 2013 by the 13D Filers, Mr. Baumer is resigning as a director of the Issuer effective as of the settlement of the exchange offer. Following his resignation, Mr. Baumer will no longer be subject to Section 16.

(5) GEI III and GEI Side III are the direct owners of the shares reported on this row. Mr. Baumer, GEIC, Grand Avenue, GACC, LGP, and LGPM directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by GEI III and GEI Side III. Each of the 13D Filers and Mr. Baumer disclaims beneficial ownership of the shares reported herein (other than, with respect to GEI III and GEI Side III, the shares each owns directly), except to the extent of its pecuniary interest therein, and this report

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shall not be deemed an admission that any of the foregoing are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

- (6) The securities reported on this row are held by Mr. Baumer for the benefit of LGP. Mr. Baumer disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein. The securities reported on this row do not include, and Mr. Baumer expressly disclaims beneficial ownership of, any other securities of the Issuer owned by GEI III, GEIC, GEI Side III, Grand Avenue, GACC, LGP, and LGPM, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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